FARO TECHNOLOGIES INC

Form 4

September 12, 2005

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

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SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SCHIPPER NORMAN H

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

FARO TECHNOLOGIES INC

(Check all applicable)

[FARO]

(Last) (First) (Middle) 3. Date of Earliest Transaction

_X__ Director 10% Owner Officer (give title _ Other (specify

(Month/Day/Year) 09/08/2005

FARO TECHNOLOGIES, 125 **TECHNOLOGY PARK**

> (Street) 4. If Amendment, Date Original

> > Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

LAKE MARY, FL 32746

| (City) | (State) | (Zip) Tab | ole I - Non- | Derivativ | e Secu | ırities Ac | quired, Disposed | of, or Benefic | cially Owned |
|--------------------------------------|---|---|---|-----------|------------------|--|---|---|----------------------------|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | , | | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | Code V | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | (Instr. 4) | |
| Common Stock | 09/08/2005 | | M | 1,000 | D | \$ 2.57 | 3,000 | D | |
| Common Stock | 09/08/2005 | | S | 200 | D | \$ 21.15 | 2,800 | D | |
| Common Stock | 09/08/2005 | | S | 800 | D | \$ 21.14 | 2,000 | D | |
| Common Stock | | | | | | | 700 | I | By Shanklin Investments |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transactic Code (Instr. 8) | Secur Acqu (A) o Dispo (D) | rities nired or osed of r. 3, 4, | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amou Underlying Securi (Instr. 3 and 4) | |
|---|---|---|---|--|--|--|--|--------------------|--|--------------------------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amo or Nun of Shar |
| Non-Employee Directors Stock Option (right to buy) | \$ 2.57 | 09/08/2005 | | M | | 1,000 | 05/02/2002 | 05/02/2011 | Common Stock | 1,0 |
| Non-Employee Directors Stock Option (right to buy) | \$ 2.21 | | | | | | 05/27/2003 | 05/27/2012 | Common Stock | 2,0 |
| Non-Employee Directors Stock Option (right to buy) | \$ 4.42 | | | | | | 04/29/2004 | 04/29/2013 | Common Stock | 3,0 |
| Non-Employee Directors Stock Option (right to buy) | \$ 21.56 | | | | | | 05/12/2005 | 05/12/2014 | Common Stock | 3,0 |

Reporting Owners

| Reporting Owner Name / Address | Kelationships | | | | | | |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| SCHIPPER NORMAN H | | | | | | | |
| FARO TECHNOLOGIES | X | | | | | | |
| 125 TECHNOLOGY PARK | Λ | | | | | | |
| LAKE MARY, FL 32746 | | | | | | | |

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Signatures

/s/ Martin A. Traber, Attorney-in-Fact for Norman H. Schipper

09/12/2005

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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